

## **EXHIBIT D**

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Form 5500  
Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security  
Administration

Pension Benefit Guaranty Corporation

**Annual Return/Report of Employee Benefit Plan**  
This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6039D, 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).  
Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only  
OMB Nos. 1210 - 0110  
1210 - 0089

2008

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Part I

Annual Report Identification Information

For the calendar plan year 2008 or fiscal plan year beginning **January 01, 2008** , and ending **December 31, 2008**

A This return/report is for:

(1) ☐ a multiemployer plan;

(2) ☐ a single-employer plan (other than a multiple-employer plan);

(3) ☐ a multiple-employer plan;

(4) ☒ a DFE (specify) **E**

B This return/report is:

(1) ☐ the first return/report filed for the plan;

(2) ☐ the amended return/report;

(3) ☐ the final return/report filed for the plan;

(4) ☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here ☐

D If you filed for an extension of time to file, check the box and attach a copy of the extension application ☐

Part II

Basic Plan Information – enter all requested information.

1a Name of plan

**ANDOVER ASSOCIATES LLC I**

1b Three-digit plan number (PN)

**001**

1c Effective date of plan (mo., day, yr.)

2a Plan sponsor's name and address (employer, if for a single-employer plan)  
(Address should include room or suite no.)

**ANDOVER ASSOCIATES LLC I  
123 MAIN STREET, SUITE 900  
WHITE PLAINS NY 10601-3131**

2b Employer Identification Number (EIN)

**13-3688974**

2c Sponsor's telephone number

**914-948-1556**

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Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of plan administrator	Date	Typed or printed name of individual signing as plan administrator
ANDOVER ASSOCIATES LLC I		
Signature of employer/plan sponsor/DFE	Date	Typed or printed name of individual signing as employer, plan sponsor or DFE as applicable

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3a Plan administrator's name and address (if same as plan sponsor, enter "Same")	3b Administrator's EIN
SAME	
	3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:	b EIN
a Sponsor's name	c PN

5 Preparer information (optional) a Name (including firm name, if applicable) and address	b EIN
CITRIN COOPERMAN & COMPANY,LLP	22-2428965
709 WESTCHESTER AVENUE	c Telephone no.
WHITE PLAINS NY 10604-0000	914-949-2990

6 Total number of participants at the beginning of the plan year	6
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)	
a Active participants	a
b Retired or separated participants receiving benefits	b
c Other retired or separated participants entitled to future benefits	c
d Subtotal. Add lines 7a, 7b, and 7c	d
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	e
f Total. Add lines 7d and 7e	f
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	h
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	i

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8 Benefits provided under the plan (complete 8a through 8c, as applicable)

a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes (printed in the instructions)):

b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes (printed in the instructions)):

9a Plan funding arrangement (check all that apply)

9b Plan benefit arrangement (check all that apply)

10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

b Financial Schedules

0

If a Schedule T is not attached because the plan is relying on coverage testing information for a prior year, enter the year

0

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<div>SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974.</div> <div>File as an attachment to Form 5500.</div>	<div>Official Use Only</div> <div>OMB No. 1210 - 0110</div> <div>2008</div> <div>This Form is Open to Public Inspection</div>
<div>Department of Labor Employee Benefits Security Administration</div>		
<div>Pension Benefit Guaranty Corporation</div>		

For the calendar plan year 2008 or fiscal plan year beginning January 01, 2008 and ending December 31, 2008

A Name of plan ANDOVER ASSOCIATES LLC I	B Three digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 ANDOVER ASSOCIATES LLC I	D Employer Identification Number 13-3688974

Part I Service Provider Information (see instructions)

1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year:	1	
2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in columns (c) and (d).		
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
ANDOVER ASSOCIATES MANAGEMENT	13-3688976	N/A

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$732,301	21
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
KATTEN MUCHIN ROSENMAN, LLP	36-2796532	N/A	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$73,165	22
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
IVY ASSET MANAGEMENT CORP	11-2692067	N/A	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$24,731	13
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
CITRIN COOPERMAN & COMPANY ,LLP	22-2428965	N/A	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$20,834	10
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
N/A		CONTRACT ADMINISTRATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by	(g) Nature of <a href="#">service code(s)</a> (see instructions)

			12
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Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name (b) EIN  
(c) Position  
(d) Address  
(e) Telephone No.  
Explanation

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions Schedule C (Form 5500) 2008  
for Form 5500. v11.3

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SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  File as an attachment to Form 5500.	Official Use Only OMB No. 1210 - 0110  2008  This Form is Open to Public Inspection
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For the calendar plan year 2008 or fiscal plan year beginning January 01, 2008, and ending December 31, 2008

A Name of plan or DFE ANDOVER ASSOCIATES LLC I	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 ANDOVER ASSOCIATES LLC I	D Employer Identification Number 13-3688974

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE  
(b) Name of sponsor of entity listed in (a)  
(c) EIN-PN (d) [Entity Code](#) (e) Dollar value of interest in MTIA, CCT, PSA,  
or 103-12IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

PlanName(a)	SponsorName(b)	EIN(c)	PlanNumber(c)
BRIARCLIFF PEDIATRIC ASSOC RET TR	BRIARCLIFF PEDIATRIC ASSOC. PC.	132662861	001
BRICKLAYERS & ALLD CRFT LOC 2 HB FD	BRICKLAYERS & ALLD CRFT LOC 2	141461803	501
BRKLAYERS & ALLD CRFT LOC 2 ANN FD	BRICKLAYERS & ALLD CRFT LOC 2	161298071	501
BUFFALO LABORERS WELFARE FUND	BUFFALO LABORERS	160806902	002
BUFFALO LABORERS WELFARE FUND SPP	BUFFALO LABORERS	160806902	002
CENTRAL NY LABORERS TRAINING FUND	CENTRAL NEW YORK LABORERS	166279211	501
CENTRAL NY LBRS HLTH & WELFR FUND	CENTRAL NEW YORK LABORERS	166044095	501
COUNTY CHAIR RENTING CO PST	COUNTY CHAIR RENTING CO INC.	132929410	003
DANZIGER & MARKHOFF, LLP P/S/T	DANZIGER & MARKHOFF, LLP	133010201	001
DERM ASSOC OF HUNTINGTON PC RET TR	DERM ASSOC OF HUNTINGTON PC	112234691	002
ENT & FCL PLST SURG ASSOC LLP, PSP	ENT & FCL PLST SURG ASSOC LLP	232579997	003
GURWIN JEW GER CTR FBO H FRIEDMAN	GURWIN JEWISH GERIATRIC CENTER INC	112785201	509
HEMATOLOGY ONCOLOGY PC RET TRUST	HEMATOLOGY ONCOLOGY PC.	060866691	002
HUDSON VALL PULMO & MED ASSOC R/T	HUDSON VALL PULMO & MED ASSOC PC	141638878	002

JEFFREY L. ROSENBERG PC DBPP	JOHN HARNISH	032348485	001
JOHN HARNISH 401K	JOHN HARNISH	032348485	001
KENNETH L. SIEGEL, DDS PC D/B/P/P	KENNETH L. SIEGEL, DDS PC	112793573	003
MACKLOWE GALLERY LTD PST	MACKLOWE GALLERY LTD	133133400	001
ROOFERS LOCAL 195 ANNUITY FUND	ROOFERS LOCAL 195	141721374	002

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<div>SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Financial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500.</div>	<div>Official Use Only OMB No. 1210 - 0110</div> <div>2008</div> <div>This Form is Open to Public Inspection</div>
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For the calendar plan year 2008 or fiscal plan year beginning **January 01, 2008**, and ending **December 31, 2008**

A Name of plan <b>ANDOVER ASSOCIATES LLC I</b>	B Three digit plan number <b>001</b>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ <b>ANDOVER ASSOCIATES LLC I</b>	D Employer Identification Number <b>13-3688974</b>

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines c(9) through c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. DFEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, 1i, and, except for master trust investment accounts, also do not complete lines 1d and 1e. See instructions.

Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions		
(2) Participant contributions		
(3) Other	\$1,636,044	
c General investments:		
(1) Interest-bearing cash (incl. money market accounts and certificates of deposit)	\$2,551,341	\$31,700
(2) U.S. Government securities	\$12,691,072	
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred		
(B) All other		
(4) Corporate stocks (other than employer securities):		

Andover and Beacon Form

(A) Preferred	c(4)A		
(B) Common	c(4)B	\$2,685,424	
(5) Partnership/joint venture interests	c(5)	\$37,764,200	\$34,048,534
(6) Real Estate (other than employer real property)	c(6)		
(7) Loans (other than to participants)	c(7)		
(8) Participant loans	c(8)		
(9) Value of interest in common/collective trusts	c(9)		
(10) Value of interest in pooled separate accounts	c(10)		
(11) Value of interest in master trust investment accounts	c(11)		
(12) Value of interest in 103-12 investment entities	c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)		
(14) Value of funds held in insurance co. general account (unallocated contracts)	c(14)		
(15) Other	c(15)	\$392,025	
d Employer-related investments:			
(1) Employer securities	d(1)		
(2) Employer real property	d(2)		
e Buildings and other property used in plan operation	e		
f Total assets (add all amounts in lines 1a through 1e)	f	\$57,720,106	\$34,080,234
Liabilities			
g Benefit claims payable	g		
h Operating payables	h		
i Acquisition indebtedness	i		
j Other liabilities	j	\$4,896,286	\$1,290,637
k Total liabilities (add all amounts in lines 1g through 1j)	k	\$4,896,286	\$1,290,637
Net Assets			
l Net assets (subtract line 1k from line 1f)	l	\$52,823,820	\$32,789,597

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. DFEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income	(a) Amount	(b) Total
a Contributions		
(1) Received or receivable in cash from: (A) Employers	a(1)(A)	
(B) Participants	a(1)(B)	
(C) Others (including rollovers)	a(1)(C)	
(2) Noncash contributions	a(2)	
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)	



b Earnings on investments:

(1) Interest:

(A) Interest-bearing cash (including money market accounts and certificates of deposit)

b(1)(A) \$206,507

(B) U.S. Government securities

b(1)(B)

(C) Corporate debt instruments

b(1)(C)

(D) Loans (other than to participants)

b(1)(D)

(E) Participant loans

b(1)(E)

(F) Other

b(1)(F)

(G) Total interest. Add lines 2b(1)(A) through (F)

b(1)(G) \$206,507

(2) Dividends (A) Preferred stock

b(2)(A)

(B) Common stock

b(2)(B) \$95,546

(C) Total dividends. Add lines 2b(2)(A) and (B)

b(2)(C) \$95,546

(3) Rents

b(3)

(4) Net gain (loss) on sale of assests: (A) Aggregate proceeds

b(4)(A) \$1,489,437

(B) Aggregate carrying amount (see instructions)

b(4)(B)

(C) Subtract line 2b(4)(B) from line 2b(4)(A)

b(4)(C) \$1,489,437

(5) Unrealized appreciation (depreciation) of assets: (A) Real Estate

b(5)(A)

(B) Other

b(5)(B) (\$6,098,711)

(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)

b(5)(C) (\$6,098,711)

(6) Net investment gain (loss) from common/collective trusts

b(6)

(7) Net investment gain (loss) from pooled separate accounts

b(7)

(8) Net investment gain (loss) from master trust investment accounts

b(8)

(9) Net investment gain (loss) from 103-12 investment entities

b(9)

(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)

b(10)

c Other Income

c (\$10,951,428)

d Total income. Add all income amounts in column (b) and enter total

d (\$15,258,649)

Expenses

e Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers

e(1)

(2) To insurance carriers for the provision of benefits

e(2)

(3) Other

e(3)

(4) Total benefit payments. Add lines 2e(1) through (3)

e(4)

f Corrective distributions (see instructions)

f

g Certain deemed distributions of participant loans (see instructions)

g

h Interest expense

h \$43,979

i Administrative expenses: (1) Professional fees

i(1) \$96,329

(2) Contract administrator fees		
(3) Investment advisory and management fees	i(3)	\$732,301
(4) Other	i(4)	\$206,163
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	\$1,034,793
j Total expenses. Add all expense amounts in column (b) and enter total	j	\$1,078,772
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	(\$16,337,421)
I Transfers of assets		
(1) To this plan	l(1)	
(2) From this plan	l(2)	\$19,302,044

Part III Accountant's Opinion

3 The opinion of an independent qualified public accountant for this plan is (see instructions):

- a Attached to this Form 5500 and the opinion is &nbsp; (1) ☒ Unqualified 2 ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse
- b Not attached because:
- (1) ☐ the Form 5500 is filed for a CCT, PSA, or MTIA
- (2) ☐ the opinion will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50
- c Check this box if the accountant performed a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 2520.103-12(d) ☒
- d If an accountant's opinion is attached, enter the name and EIN of the accountant (or accounting firm)
- CITRIN COOPERMAN & COMPANY, LLP 22-2428965

Part IV Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:	Yes	No	Amount
a Did the employer fail to transmit to the plan any participant contributions within the maximum time period described in 29 CFR 2510.3-102? (see instructions)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
d Did the plan engage in any nonexempt transaction with any party-in-interest? (Attach Schedule G (Form 5500) Part III if "Yes" is checked)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
e Was this plan covered by a fidelity bond?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan	<input type="checkbox"/> Yes	<input type="checkbox"/> No	

or brought under the control of the PBGC

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5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☐ No Amount

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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Schedule H (Form 5500) 2008

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Form 5500

Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security  
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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Official Use Only

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C If the plan is a collectively-bargained plan, check here ☐

D If you filed for an extension of time to file, check the box and attach a copy of the extension application ☐

Part II

Basic Plan Information - enter all requested information.

1a Name of plan

**BEACON ASSOCIATES LLC I**

1b Three-digit plan number (PN)

**002**

1c Effective date of plan (mo., day, yr.)

2a Plan sponsor's name and address (employer, if for a single-employer plan)  
(Address should include room or suite no.)

**BEACON ASSOCIATES LLC I**  
**123 MAIN STREET, SUITE 900**  
**WHITE PLAINS NY 10601-3131**

2b Employer Identification Number (EIN)

**06-1588611**

2c Sponsor's telephone number

**914-948-1556**

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Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of plan administrator	Date	Typed or printed name of individual signing as plan administrator
BEACON ASSOCIATES LLC I		
Signature of employer/plan sponsor/DFE	Date	Typed or printed name of individual signing as employer, plan sponsor or DFE as applicable

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3a Plan administrator's name and address (if same as plan sponsor, enter "Same")	3b Administrator's EIN
SAME	
	3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:	b EIN
	c PN
a Sponsor's name	

5 Preparer information (optional) a Name (including firm name, if applicable) and address	b EIN
	22-2428965
	c Telephone no.
CITRIN COOPERMAN & COMPANY,LLP	914-949-2990
709 WESTCHESTER AVENUE	
WHITE PLAINS NY 10604-0000	

6 Total number of participants at the beginning of the plan year	6
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)	
a Active participants	a
b Retired or separated participants receiving benefits	b
c Other retired or separated participants entitled to future benefits	c
d Subtotal. Add lines 7a, 7b, and 7c	d
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	e
f Total. Add lines 7d and 7e	f
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	h
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	i

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8 Benefits provided under the plan (complete 8a through 8c, as applicable)

a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes (printed in the instructions)):

b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes (printed in the instructions)):

9a Plan funding arrangement (check all that apply)

9b Plan benefit arrangement (check all that apply)

10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

b Financial Schedules

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<div>SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974.</div> <div>File as an attachment to Form 5500.</div>	<div>Official Use Only</div> <div>OMB No. 1210 - 0110</div> <div>2008</div> <div>This Form is Open to Public Inspection</div>
<div>Department of Labor Employee Benefits Security Administration</div>		
<div>Pension Benefit Guaranty Corporation</div>		

For the calendar plan year 2008 or fiscal plan year beginning January 01, 2008 and ending December 31, 2008

A Name of plan BEACON ASSOCIATES LLC I	B Three digit plan number 002
C Plan sponsor's name as shown on line 2a of Form 5500 BEACON ASSOCIATES LLC I	D Employer Identification Number 06-1588611

Part I Service Provider Information (see instructions)

1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year:	1	
2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in columns (c) and (d).		
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
BEACON ASSOCIATES MANAGEMENT	13-3807919	N/A

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$6,133,831	21

  

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
IVY ASSET MANAGEMENT CORP	11-2692067	N/A

  

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$466,472	13

  

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
ISLAND BROOK CAPITAL, LLC	26-1297329	N/A

  

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$229,163	17

  

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
CITRIN COOPERMAN & COMPANY, LLP	22-2428965	N/A

  

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$90,000	10

  

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
KATTEN MUNCHIN ROSENMAN, LLP	36-2796532	N/A

  

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
--	---	---------------------------------------	--

N/A		\$46,302	22
-----	--	----------	----

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
ROSENFELD & KAPLAN	13-4165698	N/A

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$31,200	22

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
N/A		CONTRACT ADMINISTRATOR

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
			12

Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name

(b) EIN

(c) Position

(d) Address

(e) Telephone No.

Explanation

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SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  File as an attachment to Form 5500.	Official Use Only OMB No. 1210 - 0110  2008  This Form is Open to Public Inspection
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For the calendar plan year 2008 or fiscal plan year beginning January 01, 2008, and ending December 31, 2008

A Name of plan or DFE BEACON ASSOCIATES LLC I	B Three-digit plan number 002
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer



Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE

(b) Name of sponsor of entity listed in (a)

(c) EIN-PN

(d) [Entity Code](#)

(e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)			
PlanName(a)	SponsorName(b)	EIN(c)	PlanNumber(c)
BRICKLAYERS LOCAL 3 PENSION FUND	BRICKLAYERS LOCAL 3 PENSION FUND	161550780	001
CENTRAL NY LABORERS PENSION FD	CENTRAL NY LABORERS PENSION FD	156016579	001
DANZIGER & MARKHOFF LLP PROFIT	DANZIGER & MARKHOFF LLP	133010201	001
EMPIRE STATE CARPENTERS ANNUITY FD	EMPIRE STATE CARPENTERS ANNUITY FD	112824705	001
EMPIRE STATE CARPENTERS PENSION FD	EMPIRE STATE CARPENTERS PENSION FD	111991772	001
EMPIRE STATE CARPENTERS WLEFARE FD	EMPIRE STATE CARPENTERS WLEFARE FD	111582767	501
ENGINEERS JOINT WELFARE FUND	ENGINEERS JOINT WELFARE FUND	150582931	501
GRAND METRO BUILDERS OF NY DBPP	GRAND METRO BUILDERS OF NY DBPP	113412317	
IBEW LOCAL UNION 43 & ELECT. CONTR.	IBEW LOCAL UNION 43 & ELECT.	166153389	501
L.I. VITREO-RETINAL CONSULTANTS 401	L.I. VITREO-RETINAL CONSULTANTS	113553828	004
LABORERS LOCAL 214 PENSION FUND	LABORERS LOCAL 214 PENSION FUND	160876163	001
LOCAL 73 RETIREMENT FUND	LOCAL 73 RETIREMENT FUND	156016577	001
LORI RUBEN SUSER DDS,PC RETRMNT PLN	LORI RUBEN SUSER, DDS, PC	112581745	001
PLUMBERS & STEAMFITTERS LOCAL 267	PLUMBERS & STEAMFITTERS LOCAL 267	150347955	001
SERVICE EMPLOYEES PENSION FUND OF	SERVICE EMPLOYEES PENSION FUND	160908576	001
THE PARENT CO. PSP	THE PARENT CO.	954057489	001
TIENSHAN INC. 401K	TIENSHAN INC.	133501627	001
UPSTATE BAKERY DRVRS & IND. PENSION	UPSTATE BAKERY DRVRS & IND. PENSION	150612437	001
UPSTATE NY CARPENTERS PENSION FUND	UPSTATE NY CARPENTERS PENSION FUND	156014463	001

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<div>SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Financial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500.</div>	<div>Official Use Only</div> <div>OMB No. 1210 - 0110</div> <div>2008</div> <div>This Form is Open to Public Inspection</div>
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For the calendar plan year 2008 or fiscal plan year beginning **January 01, 2008**, and ending **December 31, 2008**

A Name of plan <b>BEACON ASSOCIATES LLC I</b>	B Three digit plan number <b>002</b>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ <b>BEACON ASSOCIATES LLC I</b>	D Employer Identification Number <b>06-1588611</b>

Part I Asset and Liability Statement

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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines c(9) through c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. DFEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, 1i, and, except for master trust investment accounts, also do not complete lines 1d and 1e. See instructions.

Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	a	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	b(1)	
(2) Participant contributions	b(2)	
(3) Other	b(3)	
c General investments:		
(1) Interest-bearing cash (incl. money market accounts and certificates of deposit)	c(1)	\$5,796,558 \$4,636,141
(2) U.S. Government securities	c(2)	\$323,441,528
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	c(3)A	
(B) All other	c(3)B	
(4) Corporate stocks (other than employer securities):		
(A) Preferred	c(4)A	
(B) Common	c(4)B	
(5) Partnership/joint venture interests	c(5)	\$110,674,650 \$107,166,905
(6) Real Estate (other than employer real property)	c(6)	
(7) Loans (other than to participants)	c(7)	
(8) Participant loans	c(8)	
(9) Value of interest in common/collective trusts	c(9)	
(10) Value of interest in pooled separate accounts	c(10)	
(11) Value of interest in master trust investment accounts	c(11)	
(12) Value of interest in 103-12 investment entities	c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	
(14) Value of funds held in insurance co. general account (unallocated contracts)	c(14)	
(15) Other	c(15)	\$1,255,310 \$12,800,264
d Employer-related investments:		
(1) Employer securities	d(1)	
(2) Employer real property	d(2)	
e Buildings and other property used in plan operation	e	
f Total assets (add all amounts in lines 1a through 1e)	f	\$441,168,046 \$124,603,310
Liabilities		

g	Benefit claims payable		
h	Operating payables		
i	Acquisition indebtedness		
j	Other liabilities	\$6,998,415	\$11,319,525
k	Total liabilities (add all amounts in lines 1g through 1j)	\$6,998,415	\$11,319,525
Net Assets			
l	Net assets (subtract line 1k from line 1f)	\$434,169,631	\$113,283,785

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. DFEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a	Contributions		
(1)	Received or receivable in cash from:		
	(A) Employers	a(1)(A)	
	(B) Participants	a(1)(B)	
	(C) Others (including rollovers)	a(1)(C)	
(2)	Noncash contributions	a(2)	
(3)	Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)	
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	b(1)(A)	\$5,736,287
	(B) U.S. Government securities	b(1)(B)	
	(C) Corporate debt instruments	b(1)(C)	
	(D) Loans (other than to participants)	b(1)(D)	
	(E) Participant loans	b(1)(E)	
	(F) Other	b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)	\$5,736,287
(2)	Dividends (A) Preferred stock	b(2)(A)	
	(B) Common stock	b(2)(B)	\$3,070,082
	(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)	\$3,070,082
(3)	Rents	b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	b(4)(A)	\$44,519,300
	(B) Aggregate carrying amount (see instructions)	b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A)	b(4)(C)	\$44,519,300
(5)	Unrealized appreciation (depreciation) of assets: (A) Real Estate	b(5)(A)	
	(B) Other	b(5)(B)	(\$33,191,342)
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	(\$33,191,342)

(6) Net investment gain (loss) from common/collective trusts		b(6)		
(7) Net investment gain (loss) from pooled separate accounts		b(7)		
(8) Net investment gain (loss) from master trust investment accounts		b(8)		
(9) Net investment gain (loss) from 103-12 investment entities		b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)		b(10)		
c Other Income		c		(\$358,710,309)
d Total income. Add all income amounts in column (b) and enter total		d		(\$338,575,982)
Expenses				
e Benefit payment and payments to provide benefits:				
(1) Directly to participants or beneficiaries, including direct rollovers		e(1)		
(2) To insurance carriers for the provision of benefits		e(2)		
(3) Other		e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)		e(4)		
f Corrective distributions (see instructions)		f		
g Certain deemed distributions of participant loans (see instructions)		g		
h Interest expense		h		\$59,323
i Administrative expenses: (1) Professional fees		i(1)	\$396,665	
(2) Contract administrator fees		i(2)		
(3) Investment advisory and management fees		i(3)	\$6,133,831	
(4) Other		i(4)	\$12,573,963	
(5) Total administrative expenses. Add lines 2i(1) through (4)		i(5)		\$19,104,459
j Total expenses. Add all expense amounts in column (b) and enter total		j		\$19,163,782
Net Income and Reconciliation				
k Net income (loss) (subtract line 2j from line 2d)		k		(\$357,739,764)
l Transfers of assets				
(1) To this plan		l(1)		
(2) From this plan		l(2)		\$32,520,913

Part III		Accountant's Opinion	
3 The opinion of an independent qualified public accountant for this plan is (see instructions):			
a Attached to this Form 5500 and the opinion is &nash; (1) <input checked="" type="checkbox"/> Unqualified 2 <input type="checkbox"/> Qualified (3) <input type="checkbox"/> Disclaimer (4) <input type="checkbox"/> Adverse			
b Not attached because:			
(1) <input type="checkbox"/> the Form 5500 is filed for a CCT, PSA, or MTIA			
(2) <input type="checkbox"/> the opinion will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50			
c Check this box if the accountant performed a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 2520.103-12(d) <input checked="" type="checkbox"/>			
d If an accountant's opinion is attached, enter the name and EIN of the accountant (or accounting firm)			
CITRIN COOPERMAN & COMPANY, LLP 22-2428965			

Part IV		Transactions During Plan Year	
4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.			

During the plan year:

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a	Did the employer fail to transmit to the plan any participant contributions within the maximum time period described in 29 CFR 2510.3-102? (see instructions)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
d	Did the plan engage in any nonexempt transaction with any party-in-interest? (Attach Schedule G (Form 5500) Part III if "Yes" is checked)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
e	Was this plan covered by a fidelity bond?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan or brought under the control of the PBGC?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☐ No Amount

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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Schedule H (Form 5500) 2008

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Part I

Annual Report Identification Information

For the calendar plan year 2008 or fiscal plan year beginning January 01, 2008 , and ending December 31, 2008

A This return/report is for:

(1) ☐ a multiemployer plan;

(2) ☐ a single-employer plan (other than a multiple-employer plan);

(3) ☐ a multiple-employer plan;

(4) ☒ a DFE (specify) E

B This return/report is:

(1) ☐ the first return/report filed for the plan;

(2) ☐ the amended return/report;

(3) ☐ the final return/report filed for the plan;

(4) ☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here ☐

D If you filed for an extension of time to file, check the box and attach a copy of the extension application ☐

Part II

Basic Plan Information - enter all requested information.

<div>1a Name of plan</div> <div>BEACON ASSOCIATES LLC II</div>	<div>1b Three-digit plan number (PN)</div> <div>001</div>
	<div>1c Effective date of plan (mo., day, yr.)</div> <div></div>
<div>2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)</div> <div>BEACON ASSOCIATES LLC II</div> <div>123 MAIN STREET, SUITE 900</div> <div>WHITE PLAINS NY 10601-3131</div>	<div>2b Employer Identification Number (EIN)</div> <div>13-3805967</div> <div>2c Sponsor's telephone number</div> <div>914-948-1556</div>

http://freerisa.benefitspro.com/5500/instantView.aspx?dln=84037048373280&Year=2008[5/6/2011 12:03:52 PM]

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of plan administrator	Date	Typed or printed name of individual signing as plan administrator
BEACON ASSOCIATES LLC II		
Signature of employer/plan sponsor/DFE	Date	Typed or printed name of individual signing as employer, plan sponsor or DFE as applicable

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3a Plan administrator's name and address (if same as plan sponsor, enter "Same")	3b Administrator's EIN
SAME	
	3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:  a Sponsor's name	b EIN
	c PN

5 Preparer information (optional) a Name (including firm name, if applicable) and address  CITRIN COOPERMAN & COMPANY,LLP 709 WESTCHESTER AVENUE WHITE PLAINS NY 10604-0000	b EIN
	22-2428965
	c Telephone no.
	914-949-2990

6 Total number of participants at the beginning of the plan year	6
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)	
a Active participants	a
b Retired or separated participants receiving benefits	b
c Other retired or separated participants entitled to future benefits	c
d Subtotal. Add lines 7a, 7b, and 7c	d
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	e
f Total. Add lines 7d and 7e	f
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	h
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	i



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8 Benefits provided under the plan (complete 8a through 8c, as applicable)

a Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes (printed in the instructions)):

b Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes (printed in the instructions)):

9a Plan funding arrangement (check all that apply)

9b Plan benefit arrangement (check all that apply)

10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

b Financial Schedules

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<div>SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974.</div> <div>File as an attachment to Form 5500.</div>	<div>Official Use Only</div> <div>OMB No. 1210 - 0110</div> <div>2008</div> <div>This Form is Open to Public Inspection</div>
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For the calendar plan year 2008 or fiscal plan year beginning January 01, 2008 and ending December 31, 2008

A Name of plan

BEACON ASSOCIATES LLC II

B Three digit plan number

001

C Plan sponsor's name as shown on line 2a of Form 5500

BEACON ASSOCIATES LLC II

D Employer Identification Number

13-3805967

Part I Service Provider Information (see instructions)

1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year:

1

2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in columns (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
BEACON ASSOCIATES MANAGEMENT	13-3807919	N/A

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
N/A		\$1,464,234	21

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
N/A		CONTRACT ADMINISTRATOR

(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of <a href="#">service code(s)</a> (see instructions)
			12

Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name (b) EIN  
(c) Position  
(d) Address  
(e) Telephone No.  
Explanation

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions Schedule C (Form 5500) 2008  
for Form 5500. v11.3

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SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  File as an attachment to Form 5500.	Official Use Only OMB No. 1210 - 0110  2008  This Form is Open to Public Inspection
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For the calendar plan year 2008 or fiscal plan year beginning January 01, 2008, and ending December 31, 2008

A Name of plan or DFE BEACON ASSOCIATES LLC II	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 BEACON ASSOCIATES LLC II	D Employer Identification Number 13-3805967

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12IE

(b) Name of sponsor of entity listed in (a)

Part II

Information on Participating Plans (to be completed by DFEs)

PlanName(a)	SponsorName(b)	EIN(c)	PlanNumber(c)
BEST MANUFACTURING EMPLOY RETMNT TR	BEST MANUFACTURING	136082517	001
BLITMAN & KING LLP SELF-EMPLOYED	BLITMAN & KING LLP	161047304	001
BRICKLAYERS & ALLIED CRAFTWORKERS	BRICKLAYERS & ALLIED CRAFTWORKERS	141461803	501
BRICKLAYERS LOCAL 3 ANNUITY FUND	BRICKLAYERS LOCAL 3	161550779	002
BRICKLAYERS LOCAL 3 WELFARE FUND	BRICKLAYERS LOCAL 3	160849723	501
BUILDING TRADES EMPLOYERS INS. FUND	BUILDING TRADES EMPLOYERS	223089633	501
CENTRAL NY LABORERS ANNUITY FD	CENTRAL NY LABORERS ANNUITY FD	161229376	501
CENTRAL NY LABORERS HEALTH&WELFARE	CENTRAL NY LABORERS HEALTH&WELFARE	166044095	501
CHRISTIAN BOOK DISTRIBUTORS P/S	CHRISTIAN BOOK DISTRIBUTORS	201207439	001
ENGINEERS JOINT TRAINING FUND	ENGINEERS JOINT TRAINING FUND	160954711	501
HARVEY GLICKER DDS PC PROFIT	HARVEY GLICKER DDS PC	112386833	001
IBEW LOCAL 241 WELFARE BENEFITS FD	IBEW LOCAL 241 WELFARE BENEFITS FD	150347948	501
IBEW LOCAL 910 WELFARE FUND	IBEW LOCAL 910 WELFARE FUND	166053626	501
IBEW LOCAL UNION 43 & ELECTRICAL	IBEW LOCAL UNION 43 & ELECT CONTR	156025163	501
IRON WORKERS LOCAL 6 SUPP MED & SUB	IRON WORKERS LOCAL 6	133234213	502
IRONWORKERS LOCAL 6 PENSION FUND	IRONWORKERS LOCAL 6	166085493	001
IRONWORKERS LOCAL 9 SUPPLEMENTAL	IRONWORKERS LOCAL 9	161399701	501
KENNETH L. SIEGEL DDS PC DEFINED BP	KENNETH L. SIEGEL DDS PC	112793573	003
L.I. VITREO RETINAL CONSULTANTS 401K	L.I. VITREO RETINAL CONSULTANTS	113553828	004

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<div>SCHEDULE H</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div>	<div>Financial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500.</div>	<div>Official Use Only</div> <div>OMB No. 1210 - 0110</div> <div>2008</div> <div>This Form is Open to Public Inspection</div>
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For the calendar plan year 2008 or fiscal plan year beginning **January 01, 2008**, and ending **December 31, 2008**

<div>A Name of plan</div> <div>BEACON ASSOCIATES LLC II</div>	<div>B Three digit plan number</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ</div> <div>BEACON ASSOCIATES LLC II</div>	<div>D Employer Identification Number</div> <div>13-3805967</div>

Part I

Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines c(9) through c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. DFEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, 1i, and, except for master trust investment accounts, also do not complete lines 1d and 1e. See instructions.

Assets

(a) Beginning of Year

(b) End of Year

Part II

Information on Participating Plans (to be completed by DFEs)

PlanName(a)	SponsorName(b)	EIN(c)	PlanNumber(c)
LABORERS LOCAL 103 ANNUITY FUND	LABORERS LOCAL 103 ANNUITY FUND	016214544	002
LABORERS LOCAL 103 WELFARE FUND	LABORERS LOCAL 103 WELFARE FUND	160778602	501
MARC D DANZIGER INCENTIVE SVGS TR	MARC D DANZIGER	134199953	001
NORTHEASTERN JOINT APPRENTICESHIP &	NORTHEASTERN JOINT APPRENTICESHIP &	231693058	501
NYS LINESMANS SAFETY & TRAINING FD	NYS LINESMANS SAFETY & TRAINING FD	160778849	501
OPERATING ENGINEERS LOCAL 17	OPERATING ENGINEERS LOCAL 17	237087500	501
PLUMBERS & STEAMFITTERS LOCAL 267	PLUMBERS & STEAMFITTERS LOCAL 267	156025166	501
PLUMBERS LOCAL 112 HEALTH FUND	PLUMBERS LOCAL 112 HEALTH FUND	166053348	501
ROOFERS LOCAL 195 HEALTH & ACCIDENT	ROOFERS LOCAL 195	166148181	501
SERVICE EMPLOYEES BENEFIT FUND	SERVICE EMPLOYEES BENEFIT FUND	150613682	501
SYRACUSE BUILDERS EXCH CEA PENSION	SYRACUSE BUILDERS EXCHANGE, INC.	161598223	001
TIENSHAN INC 401K	TIENSHAN INC	133501627	001
UPSTATE UNION HEALTH & WELFARE FUND	UPSTATE UNION HEALTH & WELFARE FUND	166072836	501

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SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).  File as an attachment to Form 5500.	Official Use Only OMB No. 1210 - 0110  2008  This Form is Open to Public Inspection
Department of Labor Employee Benefits Security Administration		
Pension Benefit Guaranty Corporation		

For the calendar plan year 2008 or fiscal plan year beginning **January 01, 2008**, and ending **December 31, 2008**

A Name of plan <b>BEACON ASSOCIATES LLC II</b>	B Three digit plan number <b>001</b>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ <b>BEACON ASSOCIATES LLC II</b>	D Employer Identification Number <b>13-3805967</b>

Part I

Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines c(9) through c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. DFEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, 1i, and, except for master trust investment accounts, also do not complete lines 1d and 1e. See instructions.

Assets

(a) Beginning  
of Year

(b) End of Year

a	Total noninterest-bearing cash	a		
b	Receivables (less allowance for doubtful accounts):			
(1)	Employer contributions	b(1)		
(2)	Participant contributions	b(2)		
(3)	Other	b(3)		
c	General investments:			
(1)	Interest-bearing cash (incl. money market accounts and certificates of deposit)	c(1)	\$9,641	\$261,060
(2)	U.S. Government securities	c(2)		
(3)	Corporate debt instruments (other than employer securities):			
(A)	Preferred	c(3)A		
(B)	All other	c(3)B		
(4)	Corporate stocks (other than employer securities):			
(A)	Preferred	c(4)A		
(B)	Common	c(4)B		
(5)	Partnership/joint venture interests	c(5)	\$95,894,532	\$29,481,564
(6)	Real Estate (other than employer real property)	c(6)		
(7)	Loans (other than to participants)	c(7)		
(8)	Participant loans	c(8)		
(9)	Value of interest in common/collective trusts	c(9)		
(10)	Value of interest in pooled separate accounts	c(10)		
(11)	Value of interest in master trust investment accounts	c(11)		
(12)	Value of interest in 103-12 investment entities	c(12)		
(13)	Value of interest in registered investment companies (e.g., mutual funds)	c(13)		
(14)	Value of funds held in insurance co. general account (unallocated contracts)	c(14)		
(15)	Other	c(15)	\$1,799,461	
d	Employer-related investments:			
(1)	Employer securities	d(1)		
(2)	Employer real property	d(2)		
e	Buildings and other property used in plan operation	e		
f	Total assets (add all amounts in lines 1a through 1e)	f	\$97,703,634	\$29,742,624
Liabilities				
g	Benefit claims payable	g		
h	Operating payables	h		
i	Acquisition indebtedness	i		
j	Other liabilities	j	\$1,808,948	\$2,911,903
k	Total liabilities (add all amounts in lines 1g through 1j)	k	\$1,808,948	\$2,911,903

I Net assets (subtract line 1k from line 1f)		I	\$95,894,686	\$26,830,721
Part II Income and Expense Statement				
2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. DFEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.				
Income	(a) Amount	(b) Total		
a Contributions				
(1) Received or receivable in cash from: (A) Employers	a(1)(A)			
(B) Participants	a(1)(B)			
(C) Others (including rollovers)	a(1)(C)			
(2) Noncash contributions	a(2)			
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)			
b Earnings on investments:				
(1) Interest:				
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	b(1)(A)	\$29,018		
(B) U.S. Government securities	b(1)(B)			
(C) Corporate debt instruments	b(1)(C)			
(D) Loans (other than to participants)	b(1)(D)			
(E) Participant loans	b(1)(E)			
(F) Other	b(1)(F)			
(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)	\$29,018		
(2) Dividends (A) Preferred stock	b(2)(A)			
(B) Common stock	b(2)(B)			
(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)			
(3) Rents	b(3)			
(4) Net gain (loss) on sale of assests: (A) Aggregate proceeds	b(4)(A)			
(B) Aggregate carrying amount (see instructions)	b(4)(B)			
(C) Subtract line 2b(4)(B) from line 2b(4)(A)	b(4)(C)			
(5) Unrealized appreciation (depreciation) of assets: (A) Real Estate	b(5)(A)			
(B) Other	b(5)(B)	(\$2,560,912)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	(\$2,560,912)		
(6) Net investment gain (loss) from common/collective trusts	b(6)			
(7) Net investment gain (loss) from pooled separate accounts	b(7)			
(8) Net investment gain (loss) from master trust investment accounts	b(8)			
(9) Net investment gain (loss) from 103-12 investment entities	b(9)			
(10) Net investment gain (loss) from registered investment companies (e.g., mutual	b(10)			

funds)

c Other Income

c

(\$72,953,721)

d Total income. Add all income amounts in column (b) and enter total

d

(\$75,485,615)

Expenses

e Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers

e(1)

(2) To insurance carriers for the provision of benefits

e(2)

(3) Other

e(3)

(4) Total benefit payments. Add lines 2e(1) through (3)

e(4)

f Corrective distributions (see instructions)

f

g Certain deemed distributions of participant loans (see instructions)

g

h Interest expense

h

i Administrative expenses: (1) Professional fees

i(1)

(2) Contract administrator fees

i(2)

(3) Investment advisory and management fees

i(3)

\$1,464,234

(4) Other

i(4)

\$3,059,295

(5) Total administrative expenses. Add lines 2i(1) through (4)

i(5)

\$4,523,529

j Total expenses. Add all expense amounts in column (b) and enter total

j

\$4,523,529

Net Income and Reconciliation

k Net income (loss) (subtract line 2j from line 2d)

k

(\$80,009,144)

l Transfers of assets

(1) To this plan

l(1)

(2) From this plan

l(2)

\$6,511,382

Part III

Accountant's Opinion

3 The opinion of an independent qualified public accountant for this plan is (see instructions):

a Attached to this Form 5500 and the opinion is &nbsp; (1) ☒ Unqualified 2 ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Not attached because:

(1) ☐ the Form 5500 is filed for a CCT, PSA, or MTIA

(2) ☐ the opinion will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50

c Check this box if the accountant performed a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 2520.103-12(d) ☒

d If an accountant's opinion is attached, enter the name and EIN of the accountant (or accounting firm)

CITRIN COOPERMAN & COMPANY, LLP 22-2428965

Part IV

Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

Yes

No

Amount

a Did the employer fail to transmit to the plan any participant contributions within the maximum time period described in 29 CFR 2510.3-102? (see instructions)

a

☐ Yes

☐ No

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)

b

☐ Yes

☒ No

☐

☒

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